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*Attorneys for Phillip Morris Capital Corporation  
and certain of its affiliates*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	:
Motors Liquidation Company, <u>et al.</u> ,	: Case No. 09-50026-REG
	:
Debtors.	: Jointly Administered
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**NOTICE OF DEPOSITION OF THE BANK OF NEW YORK  
MELLON TRUST COMPANY, N.A., PURSUANT TO RULE 30(B)(6)**

PLEASE TAKE NOTICE that, pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure, as incorporated by Rule 7030 of the Federal Rules of Bankruptcy Procedure, Phillip Morris Capital Corporation and certain of its affiliates, by its undersigned attorneys, will take the deposition of The Bank Of New York Mellon Trust Company, N.A. ("BONY"), in connection with BONY's Motion of The Bank of New York Trust Company, N.A., as Resigning Indenture Trustee, for Entry of an Order Appointing Manufacturers and Traders Trust Company as Successor Indenture Trustee (the "Motion") regarding the matters set forth on Schedule A attached hereto. BONY shall designate one or more officers, directors, managing agents, or other persons to testify on its behalf as corporate representative(s) regarding those matters. BONY's deposition will take place before a Notary Public or other officer duly authorized to administer oaths at the time, place and date set forth below (and/or at such other places,

dates and times agreed upon by the parties), and will be recorded by stenographic and videographic means.

Name:	Representative(s) of BONY
Date and Time:	August 19, 2009; 10:00 a.m.
Location:	Kaye Scholer LLP 425 Park Avenue New York, NY 10022

The deposition is being taken for the purposes of discovery, for use in the hearing on the Motion and for such other purposes as are permitted under the Federal Rules of Civil Procedure.

Dated: August 14, 2009  
New York, New York

KAYE SCHOLER LLP

/s/ Richard G. Smolev  
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## **SCHEDULE A**

### **I. Definitions and Terms**

A. The term “and” as well as the term “or” shall be construed both disjunctively and conjunctively in order to bring within the scope of the subject area for designation any and all matters which might otherwise be construed or interpreted to be outside the scope of the subject area for designation.

B. “BONY” shall mean The Bank Of New York Mellon Trust Company, N.A., as defined above, and any officers, agents, servants, independent contractors or affiliates thereof and any other person or entity acting or purporting to act on behalf of BONY or under their control.

C. The term “communication” shall mean any document, oral statement, meeting or conference, formal or informal, at any time or place and under any circumstances whatsoever, whereby information of any nature was stated, written, recorded or in any manner transmitted or transferred.

D. The term “correspondence” shall mean any document that constitutes a communication between two or more persons or entities, or that records, memorializes, reflects or otherwise summarizes the substance of such a communication, whether made directly or otherwise.

E. “Debtors” shall mean Motors Liquidation Company f/k/a General Motors Corp. and its subsidiaries and affiliates.

F. The term “including” shall mean “including, but not limited to;” the term “includes” means “includes, but not limited to.”

G. “Indenture Trustee” shall mean BONY, as indenture trustee under the Trust Indenture.

H. “Lease” shall mean that certain Lease Agreement (GM 91A-3) dated as of September 27, 1991, by and among Old GM and the Owner Trustee.

I. “Motion” shall mean that certain Motion of The Bank of New York Trust Company, N.A., as Resigning Indenture Trustee, for Entry of an Order Appointing Manufacturers and Traders Trust Company as Successor Indenture Trustee filed by BONY on August 11, 2009.

J. “Old GM” shall mean the Debtors.

K. “Owner Participant” shall mean HNB Investment Corp., a Delaware Corporation and a wholly-owned subsidiary of Phillip Morris Capital Corporation.

L. "Owner Trustee" shall mean US Bank National Association, as successor to Connecticut National Bank.

M. "Participation Agreement" shall mean that certain Participation Agreement (GM 91A-3) dated as of September 23, 1991.

N. The terms "refer," "reflect" and "relate" shall mean referring to, or having any relationship with whatsoever, or regarding or pertaining to, or comprising, or indicating, or supporting, or constituting evidence related to or pertaining to any subject area for designation.

O. The phrase "relating to" or "related to" means and includes anything that constitutes, contains, embodies, reflects, identifies, states, refers to or is in any way relevant and responsive to any subject area for designation.

P. "Trust Indenture" shall mean that certain Trust Indenture and Security Agreement (GM 91A-3) dated as of September 27, 1991, and supplemented pursuant to the Indenture Supplement No. 3A (GM 91A-3) dated September 27, 1991.

**II. Additional Instructions**

A. The use of the singular form of any word includes the plural, and the use of the plural form of any word includes the singular.

B. The topics are to be construed broadly so as to bring within their scope all testimony that by a more restrictive interpretation might be deemed non-responsive.

C. Terms not otherwise defined are to be accorded the range of their reasonable meanings.

**III. Subject Areas for Designation**

1. All discussions, communications, correspondence, plans or strategies of BONY relating to its resignation as Indenture Trustee.

2. All attempts by BONY to resign as Indenture Trustee.

3. Any offers, proposals, negotiations, stipulations or expressions of interest with respect to the Equipment (as such term is defined under the Lease) and all discussions with the Debtors in connection with the same.

4. All communications and/or correspondence between BONY or its advisors and the Debtors that reflect, relate to or refer to the Debtors' attempts to resolve issues pertaining to the Equipment.

5. All facts and all matters relating to the Trust Indenture, the Lease, the Participation Agreement, the Owner Trustee, the Owner Participant, Old GM and the statements made in paragraphs 4 through 11 of the Motion.